



State of Missouri

Matt Blunt, Secretary of State

Corporations Division
P.O. Box 778 / 600 W. Main Street, Rm 322
Jefferson City, MO 65102

Articles of Merger for Parent/Subsidiary Corporations

(Section 351.447, RSMo)
(Submit in duplicate with \$30 filing fee)

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned corporations certify the following:

1. That _____ of _____
(Name of Corporation) (Parent State)
2. That _____ of _____
(Name of Corporation) (Parent State)
3. That _____ of _____
(Name of Corporation) (Parent State)

are hereby merged and that the above named _____
is the surviving corporation. (Name of Corporation)

4. That the Board of Directors of _____
(Name of Corporation)
met on _____ and by resolution adopted by a majority vote of the members of such board approved the Plan
month/day/year
of Merger set forth in these articles.
5. That the Board of Directors of _____
(Name of Corporation)
met on _____ and by resolution adopted by a majority vote of the members of such board approved the Plan
month/day/year
of Merger set forth in these articles.
6. That the Board of Directors of _____
(Name of Corporation)
met on _____ and by resolution adopted by a majority vote of the members of such board approved the Plan
month/day/year
of Merger set forth in these articles.
7. That this Plan of Merger has been adopted pursuant to Section 351.447, RSMo.
8. That the resolution of the Board of Directors of the parent corporation,

_____, approving the Plan
of Merger is as follows:

9. That the parent corporation, _____
is in compliance with the 90 percent ownership requirement of Section 351.447, RSMo, and will maintain at least 90 percent
ownership of each of the other corporations, party to the merger, until the issuance of the Certificate of Merger by the
Secretary of State of the State of Missouri.

10. PLAN OF MERGER

1. _____ of _____
is the survivor.

2. All of the property, rights, privileges, leases and patents of the _____

are to be transferred to and become the property of _____

_____ the survivor. The officers and board of directors of
the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which may
be needed to effectuate a full and complete transfer of ownership.

3. The officers and board of directors of _____
shall continue in office until their successors are duly elected and qualified under the provisions of the bylaws of the
surviving corporation.

4. *[To be completed if the parent corporation does not own all the outstanding shares of each of the subsidiary corporations
party to the merger.]*

The consideration paid by the surviving corporation upon surrender of each share of the subsidiary corporation(s) which is
not owned by the parent corporation is as follows:

5. *[To be completed if the parent corporation is not the surviving corporation.]*

a. The outstanding shares of _____

parent corporation, shall be exchanged for shares of _____

_____, surviving corporation on the following basis:

b. The proposed merger has been approved either by:

receiving the affirmative vote of at least two-thirds of the outstanding shares of _____

_____ ,

parent corporation, entitled to vote thereon at a meeting thereof duly called and held on _____, or

In lieu of such required voting, the proposed merger has been approved by the directors of each of the
corporations, the rights and benefits of the shareholders as set forth in section 351.093 are the same, and the surviving
corporation is solvent and will retain the name of the parent.

6. If the surviving corporation is a foreign corporation, it is agreed that, upon and after the issuance of a certificate of merger
by the Secretary of State of the State of Missouri:

a. The surviving corporation may be served with process in the State of Missouri in any proceeding for the enforcement of
any obligation of any corporation organized under the laws of the State of Missouri which is a party to the merger and in
any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the
laws of the State of Missouri against the surviving corporation;

b. The Secretary of State of the State of Missouri shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is _____

c. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Missouri which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The General and Business Corporation Law of Missouri" with respect to the rights of dissenting shareholders.

7. The articles of incorporation of the survivor are/are not amended as follows:

IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by the aforementioned corporations as of the day and year hereafter acknowledged.

CORPORATE SEAL

Name of Corporation

By _____
President or Vice President

ATTEST:

Printed Name Date

Secretary or Assistant Secretary

CORPORATE SEAL

Name of Corporation

By _____
President or Vice President

ATTEST:

Printed Name Date

Secretary or Assistant Secretary

CORPORATE SEAL

Name of Corporation

By _____
President or Vice President

ATTEST:

Printed Name Date

Secretary or Assistant Secretary

State of _____ }
County of _____ } ss

On _____ before me _____,
month/day/year
Notary Public in and for said state, personally appeared _____,
(Name)
_____,
(Title) (Name of Corporation)

known to me to be the person who executed the within Articles of Merger in behalf of said corporation and acknowledged to me that
he/she executed the same for the purposes therein stated.

Notary Public

(Notarial Seal or Stamp)

My commission expires _____

My County of Commission _____

State of _____ }
County of _____ } ss

On _____ before me _____,
month/day/year
Notary Public in and for said state, personally appeared _____,
(Name)
_____,
(Title) (Name of Corporation)

known to me to be the person who executed the within Articles of Merger in behalf of said corporation and acknowledged to me that
he/she executed the same for the purposes therein stated.

Notary Public

(Notarial Seal or Stamp)

My commission expires _____

My County of Commission _____

State of _____ }
County of _____ } ss

On _____ before me _____,
month/day/year
Notary Public in and for said state, personally appeared _____,
(Name)
_____,
(Title) (Name of Corporation)

known to me to be the person who executed the within Articles of Merger in behalf of said corporation and acknowledged to me that
he/she executed the same for the purposes therein stated.

Notary Public

(Notarial Seal or Stamp)

My commission expires _____

My County of Commission _____